

05-10-2004



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): ArtCarved, Inc. *430-01*

Individual(s)                       Association

General Partnership               Limited Partnership

Corporation-State of New York

Other: a Delaware limited liability company

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: Lenox, Inc.

Internal Address: \_\_\_\_\_

Street Address: 3190 Princeton Pike

City: Larenceville State: NJ Zip: 08648

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State of New Jersey

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger

Security Agreement                       Change of Name

Other \_\_\_\_\_

Execution Date: December 2, 1983

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1301533

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Julie L. Dalke, Esq.

Internal Address: Latham & Watkins

Street Address: 650 Town Center Drive, Suite 2000

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: ..... : 1

7. Total fee (37 CFR 3.41)..... \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Anna T. Kwan                              *anna t kwan*                              April 29, 2004

Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 6

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CERTIFICATE OF MERGER  
OF  
ARTCARVED, INCORPORATED AND  
KEEPSAKE, INCORPORATED  
INTO  
LENOX, INCORPORATED  
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

Lenox, Incorporated, a corporation of the State of New Jersey, pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Lenox, Incorporated (formed under the name of The Ceramic Art Company), a corporation of the State of New Jersey, owns all of the outstanding shares (of each class) of ArtCarved, Incorporated (formed under the name of Napanee, Incorporated) and Keepsake, Incorporated (formed under the name of A.H. Pond Company, Inc.).

2. The designation and number of outstanding shares (of each class) and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
ArtCarved, Incorporated	200 shares of common stock	200 shares of common stock
Keepsake, Incorporated	93,400 shares of common stock	93,400 shares of common stock

TRADEMARK

3. The surviving corporation owns all of the outstanding shares of the corporations to be merged.

4. The certificate of incorporation of ArtCarved, Incorporated was filed in the Department of State on the 13th day of February, 1970 and the certificate of incorporation of Keepsake, Incorporated was filed in the Department of State on the 18th day of August, 1918.

5. The surviving corporation is Lenox, Incorporated, a corporation of the State of New Jersey, which incorporated on the 17th day of May, 1889, and which filed its application for authority to do business in the State of New York on the 22nd day of November, 1983. The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.

6. Lenox, Incorporated agrees that it may be served with process in the state of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the

Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 3190 Princeton Pike, Lawrenceville, New Jersey 08648 (Attention: Stephen F. Lichtenstein). Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

7. The merger shall be effective on the 31st day of December, 1983.

8. The merger was approved in accordance with the laws of the state of incorporation of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 2nd day of December, 1983 and the statements contained therein are affirmed as true under the penalties of perjury.

TRADE-MARK

LENOX, INCORPORATED

Frank E. Grzelecki  
Frank E. Grzelecki, President

Stephen F. Lichtenstein  
Stephen F. Lichtenstein, Secretary

CERTIFICATION

I, the undersigned, hereby certify to the Commissioner of Trademarks and Patents, that I am the Secretary of Lenox, Incorporated, a corporation duly organized and existing under the laws of the State of New Jersey; that the Trademarks and Patents on the attached lists are the property of wholly owned subsidiaries of Lenox, Incorporated, which subsidiaries were merged into and are now Divisions of Lenox, Incorporated.

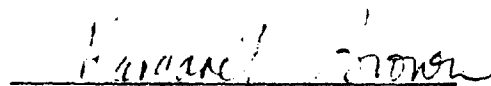
IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 9th day of August, 1984.

  
Stephen F. Lightenstein  
Secretary

CERTIFICATION

I, the undersigned, as a Notary Public for the State of New Jersey, hereby certify to the Commissioner of Trademarks and Patents, that the attached Certificate of Merger is a true copy of the original, that the Trademarks and Patents on the attached lists are the property of wholly owned subsidiaries of Lenox, Incorporated, which subsidiaries were merged into and are now Divisions of Lenox, Incorporated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 9th day of August, 1984.



MARGARET A. BROWN  
A Notary Public of New Jersey  
My Commission Expires Sept. 27, 1988